

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																													
NATURE OF CONVEYANCE:	SECURITY INTEREST																																													
CONVEYING PARTY DATA																																														
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TRADEMARK
REEL: 003189 FRAME: 0336

Serial Number:	78466464	THE NEX3T GENERATION OF DATA ACQUISITION
Serial Number:	78475038	SERIOUS RACING. SERIOUS ENTERTAINMENT.
Serial Number:	78693617	X XTREME 3
Serial Number:	78704842	THRILLKEEPER
Serial Number:	78705009	SERIOUS THRILLS SERIOUS ENTERTAINMENT
Serial Number:	78705046	WELCOME TO THE RACE

CORRESPONDENCE DATA

Fax Number: (703)464-4895

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 703-464-8103

Email: snweller@mintz.com

Correspondent Name: Susan Neuberger Weller, Esq.

Address Line 1: 12010 Sunset Hills Road, Suite 900

Address Line 4: Reston, VIRGINIA 20190

ATTORNEY DOCKET NUMBER:	26681-010
NAME OF SUBMITTER:	Susan Neuberger Weller, Esq.
Signature:	/susan neuberger weller/
Date:	11/07/2005

Total Attachments: 3

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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, Triverity Corporation, a Delaware corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the on the annexed Schedule 1, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into an Amended and Restated Security Agreement, dated October 31, 2005 (the "Security Agreement"), in favor of Thomas Stout (the "Assignee"); and

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, from any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby grant to the Assignee a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.


The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Only a continuing security interest is being granted hereby, and nothing contained herein is intended to constitute an assignment or transfer of the ownership of the Collateral.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of October 31, 2005.

ASSIGNOR:


TRIVERITY CORPORATION

By: 
Name: Phil Sweatman
Title: President & CEO

STATE OF Virginia ss.:
COUNTY OF Fairfax

On this 31 day of October, 2005, before me personally came Phil Sweatman to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the President/CEO of Triverity Corporation and that he executed the foregoing instrument in the name of Triverity Corporation and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of each said firm for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

(SEAL)

My Commission Expires: 7-31-07

SCHEDULE 1

MARK	SERIAL NO. REGISTRATION NO.	FILING DATE/ REGISTRATION DATE
TRIVERITY	78/380,161	March 8, 2004
TRIAXENT	78/380,166	March 8, 2004
TRIAXENT ACTIVE PARTNER	78/380,175	March 8, 2004
MAKING SENSE OF YOUR WORLD	78/380,183	March 8, 2004
MISCELLANEOUS DESIGN (Stylized Diamond)	78/383,010	March 12, 2004
TRIAXENT SECURITY PARTNER	78/390,458	March 25, 2004
TRIAXENT TRANSPORT PARTNER	78/390,460	March 25, 2004
WHEN 2 EXTREME ISN'T ENOUGH!	3,001,249	September 27, 2005
ALL ABOUT RACING FROM A TO Z	78/390,538	March 25, 2004
RACINGSCHOOLZ RULZ	78/390,541	March 25, 2004
XTREMEX3	78/394,651	April 1, 2004
XTREMEX3 (& Design)	78/394,659	March 1, 2004
ALL ABOUT RACING SCHOOLS FROM A TO Z	78/394,699	April 1, 2004
MULTIMEDIA DATA FUSION	78/466,457	August 12, 2004
THE NEX3T GENERATION OF DATA ACQUISITION	78/466,464	August 12, 2004
SERIOUS RACING. SERIOUS ENTERTAINMENT.	78/475,038	August 27, 2004
X XTREME 3 (& Design)	78/693,617	August 16, 2005
THRILLKEEPER	78/704,842	August 31, 2005
SERIOUS THRILLS SERIOUS ENTERTAINMENT	78/705,009	September 1, 2005
WELCOME TO THE RACE	78/705,046	September 1, 2005